

# THE BRITISH AND AMERICAN GREAT RAILWAY LAND COMPANY.

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A

(PROPOSED)

# BILL

For incorporating the British and American Great  
Railway Land Company, and for other  
Purposes.

*[The words printed in Italics are proposed to be inserted in Committee.]*

WHEREAS the incorporation of a company, with such powers to Preamble.  
acquire, improve, and dispose of lands in Her Majesty's  
provinces and colonies in North America and their dependencies, and  
to and in the settlement of such lands, and in the prosecution of  
5 public undertakings there, and such other powers as are by this Act  
granted, would be of public advantage, but in order thereto the  
authority of Parliament is requisite.

MAY IT THEREFORE PLEASE YOUR MAJESTY,

That it may be enacted, and Be it Enacted, by the Queen's Most  
10 Excellent Majesty, by and with the advice and consent of the Lords  
Spiritual and Temporal, and Commons, in this present Parliament  
assembled, and by the authority of the same, as follows (that is  
to say),

I. This Act may be cited for any purpose as "British and Short title.  
15 American Great Railway Land Company's Act, 1855."

Interpretation clause.

II. In the construction of this Act the following words and expressions have the following meanings, unless there be in the subject or context something repugnant to or inconsistent with such construction :—

“ Person ” includes corporation ;

5

“ Lands ” extends to messuages, lands, tenements, and hereditaments, of whatsoever nature or tenure, and whether corporeal or incorporeal ;

“ Lease ” includes agreement for a lease ;

Incorporation of  
Companies Clauses  
Consolidation Act.

III. “ The Companies Clauses Consolidation Act, 1845,” save 10 so far as the clauses and provisions thereof are expressly varied or excepted by this Act, and the several words and expressions to which, by that Act, meanings are assigned, have in this Act the same respective meanings, unless there be in the subject or context something repugnant to or inconsistent with such construction; Provided 15 always, That the expression “ superior courts ” in that Act includes, for the purposes of this Act, all courts of competent jurisdiction ; Provided also, That any person shall not be disqualified or prevented from acting as a director of the Company by reason of any contract entered into between him and the Company with reference to the 20 purchase or sale of lands, or of the produce thereof.

Company incor-  
porated.

IV. *The Right Honourable Charles William Earl Fitzwilliam, Benjamin Sharpe, Lucius Henry Fitzgerald, and John Montagu*, and all other persons who, from time to time, subscribe to the undertaking, and their respective executors, administrators, successors, and 25 assigns respectively, are by this Act united into a company for the purposes of this Act, and shall, by the name of “ The British and American Great Railway Land Company,” be one body corporate, with perpetual succession, and a common seal, and power to sue and be sued, and power to purchase, take, hold, and dispose of lands and 35 other property for the purposes, but subject to the restrictions, of this Act, and power to carry this Act in all respects into execution.

Domicile.

V. The domicile of the Company shall be England.

VI.



VI. The capital of the Company shall be *one million pounds* Capital.  
sterling, and the ordinary shares in the capital shall be of *ten pounds*  
each.

VII. The Company from time to time may issue all or any of the Preferential shares.  
5 shares in the capital, either as ordinary shares or as preferential shares,  
and either of one class and with like privileges, or of several classes  
and with different privileges; and as to the preferential shares, of such  
amounts as they think fit, and with any fixed, fluctuating, contingent,  
guaranteed, preferential, perpetual, terminable, or other dividend or  
10 interest; Provided, That all the shares of the same class shall be of the  
same amount, and all the shares of the same class shall bear like  
dividend or interest, and confer like privileges.

VIII. Provided always, That except so far as it is from time to time otherwise resolved by the Company, when they determine on the  
15 issuing of any preferential shares, the holder of any preferential share  
shall not be entitled in respect thereof to any right of voting or any  
qualification. Votes for preferential shares.

IX. If the Company, after having resolved on the issue of any  
class or preferential shares, afterwards resolve that the whole of those  
20 shares shall not be issued, they may from time to time cancel the  
unissued shares, and issue other shares in lieu thereof, but not to an  
amount exceeding the aggregate amount of the cancelled shares. Cancelling unissued shares.

X. *Two pounds ten shillings* a share shall be the greatest amount Calls.  
of a call on the ordinary shares, and *three months* at least shall be the  
25 interval between successive calls thereon; and *three-fourths* of the  
amount of an ordinary share shall be the utmost aggregate amount of  
the calls made thereon in any one year; Provided always, That the  
Company may from time to time fix, as they think fit, the amounts  
and times of payment of calls on preferential shares.

30 XI. The first ordinary meeting of the Company shall be held First ordinary meet-  
within *twelve* months after the passing of this Act. ing.

Meetings to be in      XII. Every general meeting of the Company shall be held in  
England.      *England.*

Quorum of meetings.      XIII. The quorum of a general meeting shall be *ten* shareholders,  
holding together at least *one thousand* shares.

Number of directors.      XIV. The number of the directors shall be *five*; Provided always,      5  
That the Company from time to time may increase and reduce the  
number of the directors to not more than *fifteen*, and not less than  
*five*.

Qualification of      XV. The qualification of a director shall be the possession, in his  
directors.      own right, of at least *fifty* shares.      10

Quorum of directors.      XVI. The quorum of a meeting of directors shall be *three*.

First directors.      XVII. *The Right Honourable Charles William Earl Fitzwilliam,*  
*Benjamin Sharpe, Lucius Henry Fitzgerald, John Montagu, and George*  
*Hilbert Deffell*, shall be the first directors.

Term of office.      XVIII. The directors appointed by this Act shall continue in      15  
office until the first ordinary meeting, held after *the passing of this*  
*Act*; and that meeting may continue in office those directors, or a  
new body of directors may be elected, to supply their places; the  
directors appointed by this Act being, if qualified, eligible for election.

General power to      XIX. The Company from time to time may borrow, on mortgage      20  
borrow.      of their undertaking, or on bond, any sums not exceeding *one-third*  
part of their capital, from time to time actually paid up.

Special power to      XX. The Company, from time to time, but without prejudice to  
borrow.      any mortgage of their undertaking, or any bond theretofore granted,  
may borrow on mortgage, with or without power of sale of any  
specific portion of the lands from time to time vested in the Company      25  
for their own use, and described in the mortgage security, such sums as  
they think fit, and on such terms and conditions as are mutually agreed  
on.

Receiver for mort-      XXI. The mortgagees of the undertaking of the Company may      35  
gagees.      enforce the payment of the arrears of principal and interest due on  
their

their respective mortgages by the appointment of a receiver, and the amount to authorize a requisition for a receiver shall be *ten thousand pounds*.

XXII. The Company shall have, and from time to time may Powers of the Com-  
pany.  
5 exercise the following powers :

10 First. They may purchase, take on lease, rent, take by way  
of exchange, partition, and mortgage, and acquire by  
grant from the Crown and other grants, and by and  
under Acts of Provincial and Colonial Legislatures,  
15 and by gift, devise, and otherwise howsoever, any lands  
in North America ; and may, with the consent of any  
person entitled to any money payable by them upon  
any such purchase, lease, exchange, or partition, allot to  
him shares in the Company in lieu of all or any part of  
20 such money, and the sum in lieu of which any such  
shares shall be allotted shall be deemed paid up on those  
shares or any of them in such proportions as may be  
agreed between the Company and such person ; and they  
may accept from any shareholder any lands in lieu and  
discharge, wholly or in part, of any calls due or to  
become due from him ;

25 Second. They may clear, drain, fence, level, prepare for  
cultivation, stock, and cultivate any lands from time to  
time vested in them, and any other lands in North  
America ;

30 Third. They may search for, open, win, and work in and  
under any lands from time to time vested in them, and  
any other lands in North America, any mines, pits,  
beds, veins, and seams of copper, tin, lead, iron,  
stones, clay, and all other ores, minerals, metals, and  
substances ;

35 Fourth. They may make, repair, maintain, alter, and improve,  
in and upon any lands from time to time vested in them,  
and any other lands in North America, any railways,  
tramways, roads, bridges, sewers, drains, embankments,  
fences, canals, churches, chapels, mills, wharfs, houses,  
and



and other buildings, works, and conveniences whatsoever, necessary or expedient for the improving of any such lands ;

Fifth. They may sell, mortgage, exchange, lease, and otherwise deal with or dispose of any lands from time to time vested in them, and whether improved or not improved, and may so dispose of such lands and the produce thereof, either absolutely or conditionally, and on such terms and conditions as they may think fit ; 5

Sixth. They may contract for, purchase, and import all such animals and things as they think requisite for the improvement, cultivation, or occupation of any lands in North America, and may accept consignments and remittances of any animals and things, and may export, sell, and dispose of any such purchased or imported animals and things, and any other animals and things consigned or remitted to them for exportation, sale, or disposal ; 10 15

Seventh. They may purchase, hire, build, provide, hold, and charter vessels of any sorts which they think proper for any of their purposes ; 20

Eighth. They may carry in such vessels to and from North America, and from any parts of North America, to any other parts thereof, emigrants to North America, and other persons, and animals, and things ; 25

Ninth. They may assist emigrants to and settlers in North America, and persons travelling from any parts of North America to any other parts thereof, with advances of money, animals, and things, and by rendering them or procuring for them any services ; 30

Tenth. They may receive deposits of money and other effects from emigrants, settlers, and other persons in or going to or from North America, and either at interest or otherwise, and either to be returned to the depositors or to be paid or transmitted to other persons, and may pay or transmit the same, and the interest, if any, thereon accordingly ; 35

Eleventh.



Eleventh. They may make advances of money and other effects upon the security of lands in North America, and their produce, and upon any other legal securities in North America, which they think fit ;

5 Twelfth. In any case in which any person in Great Britain is interested in the improvement of any lands or the execution of any public or other works in North America, they may exercise any of the powers of this Act, for the purpose of securing the improvement of such  
10 lands, or the execution of such works, on such terms and conditions as had been or shall be from time to time mutually agreed on ;

Thirteenth. They may from time to time appropriate any lands belonging to them for the sites of churches and  
15 schools, and buildings connected therewith, and for burial-grounds, churchyards, and playgrounds, and for the endowment thereof, and may contribute out of their corporate funds towards the erection, enlargement, maintenance, and endowment of churches and schools,  
20 and buildings connected therewith ;

Fourteenth. They may enter into and carry into effect any arrangements or agreements for any of the purposes of this Act with the respective executive governments of the several colonies and provinces in North America,  
25 and with railway companies, canal companies, dock companies, and other companies and persons in North America, and may take and hold shares in any such companies ;

Fifteenth. They may from time to time appoint, remove,  
30 and remunerate officers and agents, and may do all such other things as they from time to time think requisite for any of the purposes of this Act.

XXIII. The whole quantity of land which the Company shall at  
any one and the same time hold and possess in North America shall  
35 not exceed *ten millions* of acres, not exceeding at the time of the taking thereof the yearly value of *one hundred thousand pounds* ;

Limit of land to be held by Company.

Provided always, That this enactment shall not affect the title to any lands from time to time held by any person claiming in good faith to be entitled from or under the Company to such lands.

Committees in North America.

XXIV. The directors, from time to time, with the sanction of a general meeting, and under the common seal of the Company, may appoint any number of committees in North America, for the purpose of exercising there any of the powers of the Company which from time to time may be exercised by the directors, and may delegate to any such committee all or any of those powers. 5

Committee-men to be shareholders.

XXV. The members of such committees shall be shareholders of the Company, but need not be directors. 10

Provisions of Act applicable to committees.

XXVI. Except as by this Act otherwise provided, the provisions of this Act, with respect to committees of directors, extend and apply to such committees in North America.

Commissioners in North America.

XXVII. The directors, from time to time, with the sanction of a general meeting, and under the common seal of the Company, may appoint any persons to be commissioners of the Company in North America, for generally conducting the business and affairs of the Company in North America, or any of them, and with power of entering into any such contracts for the Company which the directors might lawfully enter into, as the directors think fit. 15 20

Land-agents in North America.

XXVIII. The directors, from time to time, with the sanction of a general meeting, and under the common seal of the Company, may appoint any persons to be agents of the Company in North America, for the purpose of acquiring and disposing of any lands. 25

Control over commissioners and agents.

XXIX. Every commissioner and agent so from time to time appointed shall act in all respects under the direction and control of the directors, and also, if the directors think fit, of any such committee in North America; and his respective acts shall be subject to the approval of the directors, and also, if the directors think fit, of such committee. 30

Revocation of appointment of commissioners and agents.

XXX. The directors, and if the directors so think fit, any such committee in North America, from time to time, may revoke at pleasure

pleasure the appointment of any such commissioner or agent; Provided always, That except so far as the directors otherwise determine, every such revocation by a committee shall operate only as a suspension from office and salary of the commissioner or agent until the  
5 directors decide on allowing or disallowing the suspension, and the directors may allow or disallow it on such terms and conditions as they think fit.

XXXI. The directors, from time to time, may provide and  
commit to the custody of any such committee, commissioner, or agent  
10 a seal to be specially used for the purpose of any deeds, contracts, and other instruments to be made and entered into by such committee, commissioner, or agent, and at the will and pleasure of the directors may break, change, alter, or make new every such seal.

Seals for committees, commissioners, and agents.

XXXII. Every such committee, commissioner, and agent  
15 respectively, shall have power, in North America, to make, take, accept, and execute under the seal so committed to them or him respectively, and in the name of and for the Company, all deeds, contracts, and instruments in writing of or concerning any lands in North America, and all memorials for the registration or enrolment of deeds, contracts,  
20 or other instruments in writing relating to such lands.

Power to use such seals with respect to lands in North America.

XXXIII. All such deeds, contracts, and instruments in writing  
and memorials shall be signed by *two* of the members of the committee, or by the commissioner or agent to whom the seal is entrusted, and be sealed by the committee, commissioner, or agent, with such seal, and shall,  
25 when so signed and sealed, in all cases bind the Company as their own act and deed, in all respects as if the same were duly executed under the common seal of the Company.

User and effect of seal.

XXXIV. The seal affixed by the committee, commissioner, or  
agent to any deed, contract, or other instrument in writing, or to any  
30 memorial for the registration or enrolment of any deed, contract, or other instrument in writing, shall of itself be, for all purposes of such registration or enrolment, sufficient evidence of the due execution by such committee, commissioner, or agent, of the deed, contract, instrument, or memorial, and no further evidence or verification of the execution  
35 of such deed, contract, or instrument, shall be required for such  
registration

Seal to be evidence of registration.



registration or enrolment, any law or custom now in force to the contrary notwithstanding.

Form of conveyance.

XXXV. All conveyances by any such committee, commissioner, or agent, to any person, of any lands of the Company, in North America, may be according to the form in the Schedule, to this Act annexed, or as near thereto as circumstances admit; and every such conveyance shall be valid and effectual in the law to all intents and purposes. 5

Commutation of feudal and seigniorial rights.

XXXVI. If any lands in North America holden à titre de fief et seigneurie, or à titre de fief in arrière fief, or à titre de cens, be granted or acquired, or contracted for by the Company, they may apply for, obtain, and take a commutation and release from the feudal and seigniorial rights and burdens due upon and from such lands; and may apply for, obtain, and take a change of the tenure by which such lands are holden, into the tenure of free and common soccage, as may be done by any person not being a body corporate. 15

Lands to be held under the Company in free and common soccage.

XXXVII. All lands from time to time granted by Her Majesty, her heirs, or successors, to the Company, to be holden in free and common soccage, shall from and for ever after the alienation thereof by the Company, be by all persons claiming under the Company, held, enjoyed, and disposed of, and shall pass by descent, as if such lands had been granted direct by Her Majesty, her heirs or successors, to such persons, their heirs and assigns, to be holden in free and common soccage. 20

Artificers not under sixteen years old may contract to serve Company.

XXXVIII. Any artificer, handy-craftsman, clerk, mechanic, gardener, servant in husbandry, or other labourer, not being under the age of *sixteen* years, may, by indenture duly executed, contract with the Company faithfully to serve, or to proceed to and faithfully serve the Company in North America, for not exceeding *seven* years from the day of the date of the indenture, and every such contract shall be valid and effectual in law to all intents and purposes. 25 30

Proceedings in North America on judgments in the United Kingdom against Company.

XXXIX. Whenever judgment is obtained in any court of law in the United Kingdom against the Company, an office copy of the judgment, signed by the proper officer of the court in which it is obtained, 30

obtained, shall be received and registered in all courts of law in North America, as full and conclusive evidence of such judgment; and such writs of execution and other process may thereupon issue out of such courts in North America at the suit of the plaintiff against the  
5 Company, and their assets may be taken in execution, and such other proceedings may be had under the judgment as if the judgment were obtained against the Company, at the suit of such plaintiff, in the courts in which such office copy is so received and registered.

10 XL. A copy of this Act, printed by one of the printers to the Queen's Most Excellent Majesty, shall be transmitted by the Company to the governor, lieutenant-governor, or other person administering the government of every province or colony in North America, in which the Company acquire any lands, and also to the secretary or  
15 registrar of those provinces or colonies respectively.

Copy of Act to be transmitted to colonial officers in North America.

XLI. All the costs, charges, and expenses of and incident to the obtaining and passing of this Act, shall be paid by the Company.

Expenses of Act.

## SCHEDULE.

## FORM OF CONVEYANCE.

By virtue of "The British and American Great Railway Land Company's Act, 1855,"  
and in consideration of [*here state the consideration*], The British and American Great  
Railway Land Company hereby convey [*here describe the property*] unto [*here give the  
name and description of the purchaser*] his heirs and assigns for ever [*here may be  
inserted any provisions agreed on*]. As witness the [*common or special*] seal of the  
Company, and the hands or hand of the undersigned committee men, or commissioner,  
or agent of the Company, this   day of \_\_\_\_\_  
in the year of Our Lord, one thousand eight hundred and \_\_\_\_\_.





47673

THE BRITISH AND AMERICAN  
GREAT RAILWAY LAND  
COMPANY.

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A

[PROPOSED]

B I L L

For incorporating the British and American  
Great Railway Land Company, and for  
other purposes.

18 VICT.—SESS. 1854-5.

J. A. RADCLIFFE,

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